

# **EXHIBIT 39**

**In The Matter Of:**

***IN RE SEPTEMBER 11 LITIGATION***

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**JOSEPH M. LAWLESS**

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***CONFIDENTIAL***

***TC REPORTING in affiliation with Merrill Legal  
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11:07:15 2 MR. MOTLEY: Can we go off the record just  
11:07:16 3 one second?

11:07:17 4 THE VIDEOGRAPHER: Going off the record.  
11:07:18 5 The time is 11:07.

11:07:22 6 (A recess was taken.)

11:15:25 7 THE VIDEOGRAPHER: We're back on the  
11:21:10 8 record. The time is 11:21.

11:21:13 9 BY MR. MOTLEY:

11:21:17 10 Q. Mr. Lawless, we were about to discuss  
11:21:21 11 Exhibit 394, which we believe was a presentation made  
11:21:26 12 in 1997. And I would ask you to kindly turn over to  
11:21:33 13 Page 34. I'm just giving you the last two digits of  
11:21:39 14 the Bates.

11:21:40 15 It's entitled, "Overall Security Picture is  
11:21:48 16 Fragmented." And this was a slide show, I take it?

11:21:51 17 A. Yes. It was a PowerPoint presentation.

11:21:54 18 Q. All right. You write that, "Massport is  
11:21:57 19 responsible under Part 107 for perimeter security  
11:22:01 20 access in the security areas, AOA, law enforcement,  
11:22:06 21 etc. Under FAR 108, air carriers are responsible for  
11:22:11 22 the integrity of the security checkpoints," and then  
11:22:14 23 you put in parentheses, "currently weakest link," end  
11:22:17 24 of parenthesis. "Security checkpoint personnel are the  
11:22:23 25 last and only line of defense before aircraft

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11:22:26 2 boarding."

11:22:28 3 Is that the state of your mind at the time  
11:22:32 4 you made this presentation in '97?

11:22:36 5 A. Yes, it is.

11:22:37 6 Q. And by "currently the weakest link," you  
11:22:40 7 meant security checkpoints were the weakest link in the  
11:22:43 8 overall security program?

11:22:46 9 A. At Logan Airport, yes, that is what I was  
11:22:47 10 referring to.

11:22:48 11 Q. At Logan. And you became so concerned,  
11:22:50 12 increasingly concerned about how weak checkpoint  
11:22:53 13 security was that in the summer of 2001, you proposed  
11:22:58 14 that Massport undertake to enhance checkpoint security  
11:23:04 15 by using state police at the checkpoints to supplement  
11:23:10 16 checkpoint security provided by the security companies;  
11:23:13 17 is that correct?

11:23:17 18 MR. MOORE: Objection to form.

11:23:17 19 Q. Did you not, sir? In 2001, let me just  
11:23:21 20 say that. I'll get to -- I'll show you the document  
11:23:24 21 with the date in a minute, but just restrict it to  
11:23:27 22 2001. Is what I said correct?

11:23:29 23 A. Could you ask that question again?

11:23:31 24 Q. Yes. In 2001, you became increasingly  
11:23:34 25 concerned about the weakness of checkpoint security to